

0100520037

\$1,596.00

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266
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February 6, 1995

18535-B

FEB 1995 11 PM

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies of a Memorandum of Assignment of Lease, dated as of February 2, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Lease, which was duly filed with the Commission under Recordation Number 18535.

The names and addresses of the parties to the enclosed documents are:

Lessor/Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Lessee: ADM Transportation Company
P.O. Box 1470
Decatur, IL 62525

Assignee: First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 94111

County of -

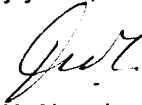
Mr. Vernon A. Williams
February 6, 1995
Page Two

A description of the railroad equipment covered by the enclosed document is attached as Exhibit A to the aforesaid document.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in dark ink.

Robert W. Alvord

RWA/khb
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

2/9/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 2/9/95 at 2:10PM, and

assigned recordation number(s). 18535-B, 18536-B, 18537-B, 18538-D, 18539-B, 18540-B,
18542-B, 18543-B, 18544-D, 18545-D, 18546-B, 18547-B, 18548-B, 18549-B, 18550-B,
18551-B, 18552-B, 18553-B, 18554-B, 18555-B, 18556-B, 18557-B, 18558-B, 18559-B,
185560-B, 18561-B, 18562-B, 18563-B, 18564-B, 18565-B, 18566-B, 18567-B, 18568-B,
18569-B, 18570-D, 18579-D, 18580-B, 18581-B, 18582-B, 18583-B, 18585-B,
18587-B, 18588-B, 18589-B, 18590-B, 18591-B, 18592-B, 18593-B, 18594-B, 18595-H,
18596-B, 18597-B, 18598-B, 18599-B, 18600-B, 18601-B, 18602-B, 18603-B, 18604-B, 18606-B,
18607-B, 18608-B, 18609-B, 18615-B, 18616-B, 18617-B, 18777-B, 18778-B, 18838-B,
18839-B, 18840-B, 18841-B, 18843-B, 18844-D, 18845-B, 18846-B and 18965-B.

Vernon A. Williams
Secretary

Enclosure(s)

(0100520037)

\$1,596.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

James M. Fort

FILED 1835-B
FEB 9 1995 12 10 PM
FBI - DENVER

MEMORANDUM OF ASSIGNMENT OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("DEBTOR")

AND

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as Trustee

Filed and recorded with the Interstate Commerce Commission
pursuant to Section 11303, Title 49, United States Code on
February , 1995, at , Recordation No.

Memorandum dated as of February 3, 1995 of an assignment of Leases made and entered into as of February 3, 1995, by and between ACF Industries, Incorporated, a New Jersey corporation, as Debtor/Assignor (the "Debtor"), having its principal offices at 3301 Rider Trail South, Earth City, MO 63045, and First Security Bank of Utah, National Association, as Trustee (the "Trustee"), having its principal offices at 79 South Main Street, Salt Lake City, UT 84111.

Reference is hereby made to the Leases specified on Exhibit A attached hereto, by and between the Debtor and the Lessee identified on Exhibit A attached hereto (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

1. As used in this Memorandum of Assignment of Leases the following capitalized terms used herein and not otherwise defined herein shall have the meanings specified below:

"Rental Collateral" means all right, title and interest of the Debtor in and to every lease or car service contract (whether or not such lease or car service contract is in writing or is for a term certain, including, without limitation, per diem leases), now or hereafter existing, relating to, but only to the extent relating to, the Equipment, including, without limitation, the Leases, (each such lease and car service contract, including all amendments, riders, supplements, other modifications and schedules thereto and renewals thereof, an "Assigned Lease"), and including, without limitation, the immediate and continuing right to collect and receive any and all payments due and to become due under any Assigned Lease, whether as contractual obligations, damages or otherwise (to the extent such payments are derived from the Equipment) and all Proceeds of any thereof (such payments, the "Assigned Lease Proceeds").

"Equipment" means certain railroad tank cars and covered hopper cars described on Exhibit A attached hereto.

"Proceeds" is defined in the UCC and, in any event, includes, without limitation, (a) any and all proceeds of any insurance, indemnity, warranty or guarantee payable to the Debtor from time to time with respect to any

of the Collateral, (b) any and all payments (in any form whatsoever) made or due and payable to the Debtor from time to time in connection with any requisition, confiscation, condemnation, seizure or forfeiture of any of the Collateral by any governmental authority (or any person acting under color of governmental authority) and (c) any and all other amounts from time to time paid or payable under or in connection with any of the Collateral. .

"UCC" shall mean the Uniform Commercial Code as from time to time in effect in the State of New York.

2. The Debtor, pursuant to that certain Assignment and Security Agreement (Chattel Mortgage) dated as of February 3, 1995, between the Debtor and the Trustee has transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to the Trustee, its successors and assigns, all and singular of the Debtor's rights, title and interest in and to the Rental Collateral, rights, interests and privileges, now or hereafter existing, in and to the Rental Collateral and any and all Proceeds thereof (collectively, the "Collateral").

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

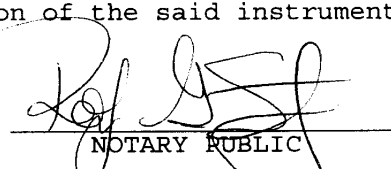
ACF INDUSTRIES, INCORPORATED,

by 

Name: Robert J. Mitchell
Title: Treasurer

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 5th day of February, 1995, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

Exhibit A

	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
ADM TRANSPORTATION CO.	3493001	ACFX 78312	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 81456	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 81725	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 81829	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 81841	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 82092	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 82344	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 82619 To 82621	3	T105
ADM TRANSPORTATION CO.	3493001	ACFX 83100 To 83101	2	T105
ADM TRANSPORTATION CO.	3493001	ACFX 83314	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 83321 To 83323	3	T105
ADM TRANSPORTATION CO.	3493001	ACFX 83341	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 83359	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 83371	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 83360	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 83565	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 83622	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 83787	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 83789	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84037	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84039	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84128	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84131	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84138	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84142	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84212	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84494	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84498	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84500 To 84501	2	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84763	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84777	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84815	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84864	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84873	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84876 To 84877	2	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84880 To 84881	2	T105
ADM TRANSPORTATION CO.	3493001	ACFX 84885	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 86577	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 86591	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 87118	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 87122	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 87352	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 87497	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 87734	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 87738	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 87783	1	T105
ADM TRANSPORTATION CO.	3493001	ACFX 87936	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 12480	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 81269	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 81501	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 81730	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 82038	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 82135	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 82140	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 82191	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 82347	1	T105

see	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
ADM TRANSPORTATION CO.	3493008	ACFX 82350	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 82435	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 82550 To 82551	2	T105
ADM TRANSPORTATION CO.	3493008	ACFX 82622	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 83619	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 84085	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 84140	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 84223	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 86598	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 87261	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 87263	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 87266	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 87505	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 87510	1	T105
ADM TRANSPORTATION CO.	3493008	ACFX 87544	1	T105

RECORDATION NO. 18523-B
FILED 1425
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NOTICE

Notice is hereby given that the Security Agreements previously filed under Recordation Numbers 18516, 18517 and 19200 (as the same have, from time to time, been amended, supplemented and/or partially released) have been fully terminated effective March 7, 1997.

Any security interests in the railcars and assignment of leases contained in such security agreements not previously released have now been terminated effective March 7, 1997.

Effective no later than March 7, 1997, ACF does not claim a leasehold interest in any railcar identified herein solely by reason of any Memorandum of Lease or other document filed herein.



Robert W. Alvord, Attorney for
ACF Industries, Incorporated

District of Columbia)
)
City of Washington) ss.

Subscribed and sworn to before me this 10th day of March 1997.



Kim L. Bartman,
NOTARY PUBLIC

My Commission expires: 3-31-2000

18524-B	18574-C	18841-D	19768-B	20091-B
18525-B	18575-B	18842-C	19769-B	20092-B
18526-B	18576-C	18843-D	19770-B	20093-B
18527-B	18577-C	18844-F	19771-B	20094-B
18528-B	18578-C	18845-C	19772-B	20095-B
18529-B	18579-F	18846-C	19773-B	20096-B
18530-B	18580-D	18847-G	19774-B	20097-B
18535-C	18581-C	18848-C	19775-B	20098-B
18536-D	18582-D	18965-C	19776-B	20099-B
18537-D	18583-D	19201-B	19777-B	20100-B
18538-E	18584-H	19202-B	19778-B	
18539-D	18585-D	19203-B	19779-B	
18540-D	18586-F	19204-B	19780-B	
18541-F	18587-C	19205-B	19781-B	
18542-C	18588-D	19206-B	19782-B	
18543-C	18589-C	19207-B	19783-B	
18544-G	18590-D	19208-B	19784-B	
18545-G	18591-J	19209-B	19785-B	
18546-D	18592-C	19210-B	19786-B	
18547-C	18593-D	19211-B	19787-B	
18548-D	18594-C	19212-B	19788-B	
18549-D	18595-J	19213-B	19789-B	
18550-D	18596-D	19214-B	19790-B	
18551-C	18597-D	19215-B	19791-B	
18552-D	18598-D	19216-B	19792-B	
18553-C	18599-C	19217-B	19793-B	
18554-D	18600-D	19218-B	19794-B	
18555-D	18601-D	19219-B	19795-B	
18556-D	18602-D	19220-B	19818-B	
18557-C	18603-C	19221-B	19819-B	
18558-C	18604-C	19222-B	20075-B	
18559-C	18605-I	19223-B	20076-B	
18560-D	18606-C	19754-B	20077-B	
18561-D	18607-C	19755-B	20078-B	
18562-C	18608-D	19756-B	20079-B	
18563-D	18609-D	19757-B	20080-B	
18564-C	18613-B	19758-B	20081-B	
18565-D	18614-B	19759-B	20082-B	
18566-D	18615-D	19760-B	20083-B	
18567-D	18616-D	19761-B	20084-B	
18568-D	18617-D	19762-B	20085-B	
18569-D	18777-D	19763-B	20086-B	
18570-F	18778-C	19764-B	20087-B	
18571-D	18838-D	19765-B	20088-B	
18572-D	18839-C	19766-B	20089-B	
18573-D	18840-D	19767-B	20090-B	